

BOARD OF DIRECTORS MEETING - DRAFT

MINUTES

June 24, 2014 10:30AM

Meeting Called to Order By	Benard Chatters
Type of Meeting	Board of Directors
Place	LAHBPA Main Office
Meeting Secretary	Ed Fenasci
Roll called by Ed Fenasci and Quorum Declared	Benard Chatters, Tom Abbott, Judy Behler, Bret Calhoun, Bobby Dupre, Christine Early, Keith Hernandez, Eddie Johnston, Arthru Morrell, Don Stemmans, Sturgis Ducoing.
Prayer Lead By	Chrisie Early
Other in Attendance	Keith Gee, Ed Fenasci, Charlie Gardiner, Rhea Loney, John Duvielh, PJ Stakelum (left at approximately 12:15PM), Ted and Destin of AFLAC

The President called the meeting to order

Motion	Motion to adopt minutes of April 3, 2014 Meeting Motion by: Christine Early Second by: Don Stemmans Motion passed unanimously (10-0)
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Discussion	Chrisie Early inquired if there were many ballots disqualified in the most recent LAHBPA election. Ed Fenasci and PJ Stakelum responded no.
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Motion	Motion to adopt minutes of May 27, 2014 Meeting Motion by: Don Stemmans Second by: Christine Early Motion passed unanimously (10-0)
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Motion	Motion to address special business Motion by: Judy Behler Second by: Arthur Morrell Motion passed unanimously (10-0)
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Motion	Motion to amend Bylaws - Article II Section 3 (D) Motion by: Sturgis Ducoing Second by: Eddie Johnston Motion withdrawn
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Discussion	The proposed change was discussed. The process for reviewing and voting on the proposed changes was discussed. Benard asked whenever these type of proposed changes are to be done in the future that copies be given out prior to the meeting.
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Motion	<p>Motion to suspend the Bylaws and take up issues regarding the Bylaws.</p> <p>Motion by: Arthur Morrell Second by: Judy Behler Motion passed 9-1 (Christine Early voted Nay)</p>
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Discussion	PJ Stakehum suggested that all the proposed changes to the Bylaws should be read first. Benard asked that a copy of the changes be handed out to everyone.
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Charlie Gardiner, Rhea Loney

Discussion	<p>Charlie Gardiner spoke regarding Instant Racing. He explained that this wagering has been successful at Oaklawn Park and Kentucky Downs. Charlie reported that Benard has asked that we explore the possibility of adding Instant Racing to OTBs in Louisiana. Charlie explained that the Racing commission would consider the issue of Instant Racing if the HBPA or a racing association made a request for them to do so. Charlie also discussed the Uniform Therapeutic Medication Policy (UTMP). He reported that the LSRC has not taken any formal action regarding this Policy but that they are reviewing the Policy. He stated that the Horsemen and others will be given an opportunity to present information prior to formal adoption of rules. Charlie explained some of aspects of the UTMP. He also explained that a majority of tests return below levels proposed by the UTMP. Charlie discussed various issues of concern regarding Louisiana Horse Racing including race dates, license fees, FG backside committee to oversee repairs, and repairs to the FG turf course.</p>
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Discussion	Sturges Ducoing read the proposed Bylaw changes from document "Recommended Proposed Changes to Bylaws".
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Discussion	Discussion regarding the merits of needing a simple majority rather than a 2/3 majority to fire an employee.
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Motion	<p>Motion to amend the Bylaws Article 2, Section 3(D) as listed on "Recommended Proposed Changes to Bylaws" Number 1.</p> <p>Motion by: Judy Behler Second by: Arthur Morrell Motion passed 9-1 (Chrisie Early voted Nay)</p>
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Motion	<p>Motion to amend the Bylaws as listed on "Recommended Proposed Changes to Bylaws" Numbers 2 through 8.</p> <p>Motion by: Sturgis Ducoing Second by: Bobby Dupre Motion passed unanimously (10-0)</p>
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Motion	<p>Motion to change the Bylaws so that beginning with the 2017 the President would be a paid position.</p> <p>Motion by: Chrisie Early Second by: None Motion withdrawn</p>
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Motion	<p>Motion to stagger Director terms beginning in 2017.</p> <p>Motion by: Christine Early Second by: Don Stemmans Motion withdrawn</p>
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Discussion	Discussion regarding the merits of staggered terms vs the extra cost involved with additional elections.
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Motion	<p>Motion to remove PJ Stakelum as General Counsel</p> <p>Motion by: Tom Abbott Second by: Sturges Ducoing Motion passed unanimously (10-0)</p>
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Discussion	<p>Discussion regarding removing PJ Stakelum as General Counsel. Sturges Ducoing expressed that he felt he was wrongly denied access to PJ bills and had to file suit to try to obtain the records. He believes everything should be out in the open and it was wrong to deny his request. Sturges that was not unhappy with the work that PJ had done for the organization but was uncomfortable with what had been done. He stated that he felt in the past PJ's allegiance was to Stanly Seeling and not the board. Tom Abbott stated that he felt the same way. Sturges also stated that he believes we can save money for the organization.</p>
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Motion	<p>Motion to hire John Duvieilh as General Counsel at a rate of \$180 per hour.</p> <p>Motion by: Judy Behler Second by: Bret Calhoun Motion passed unanimously (10-0)</p>
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Discussion	<p>Discussion regarding if the decision to hire General Counsel should be delayed. Judy Behler stated she felt that the Board should not be without legal counsel.</p>
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Motion	<p>Motion to remove Stanley Seelig from Horsemen's Worker's Compensation Trust</p> <p>Motion by: Keith Hernandez Second by: Arthur Morrell Motion passed unanimously (10-0)</p>
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Motion	<p>Motion to appoint Keith Hernandez to Horsemen's Worker's Compensation Trust</p> <p>Motion by: Bobby Dupre Second by: Don Stemmans Motion passed unanimously (10-0)</p>
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Motion	<p>Motion to appoint Sturges Ducoing to Horsemen's Worker's Compensation Trust</p> <p>Motion by: Tom Abbott Second by: Arthur Morrell Motion passed unanimously (10-0)</p>
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Motion	<p>Motion to appoint Sam Breaux to Horsemen's Worker's Compensation Trust</p> <p>Motion by: Arthur Morrell Second by: Keith Hernandez Motion passed unanimously (10-0)</p>
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Discussion	<p>Benard asked if John Duvieilh would continue as attorney for the Worker's Comp Trust. John responded that would be a decision for the HWCIT Trustees.</p>
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Motion	<p>Motion to remove Phylis Mouton from Horsemen's Worker's Compensation Trust</p> <p>Motion by: Tom Abbott Second by: Eddie Johnston Motion passed unanimously (10-0)</p>
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Discussion	<p>Benard asked why remove Phylis Mouton from HWCIT. Tom responded that he believed Phylis does not know enough about the organization. He stated that Phylis had just become a member a month earlier and he did not feel comfortable with her serving on this important trust. Benard explained that her husband has owned horses and that Phylis was a former LA Department of Labor Secretary. Judy asked that PJ Stakelum</p>
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PJ Stakelum leaves meeting.

Motion	<p>Motion to appoint Tom Abbott to Horsemen's Worker's Compensation Trust</p> <p>Motion by: Keith Hernandez Second by: Arthur Morrell Motion passed unanimously (10-0)</p>
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Motion	<p>Motion to appoint Arthur Morrell to Horsemen's Worker's Compensation Trust</p> <p>Motion by: Tom Abbott Second by: Eddie Johnston Motion passed 9-0 (Don Stemmans was out of the room)</p>
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Motion	<p>Motion to remove all members of the Medical Trust</p> <p>Motion by: Sturges Ducoing Second by: Arthur Morrell Motion passed unanimously (10-0)</p>
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Motion	<p>Motion to appoint Chrisie Early, Marcia LaMarche, Tom Abbott, Judy Behler, and Glen Delahoussaye to the Medical Trust.</p> <p>Motion by: Sturges Ducoing Second by: Eddie Johnston Motion passed unanimously (10-0)</p>
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Motion	<p>Motion to appoint Keith Hernandez, Sturges Ducoing, Judy Behler, Sam Breaux, and Eddie Johnston to the race date committee.</p> <p>Motion by: Arthur Morrell Second by: Tom Abbott Motion passed unanimously (10-0)</p>
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Motion	<p>Motion to remove 1st and 2nd Vice Presidents</p> <p>Motion by: Judy Behler Second by: Keith Hernandez Motion passed unanimously (10-0)</p>
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Motion	Motion to appoint Arthur Morrell 1st Vice President and Bobby Dupre 2nd Vice President
	Motion by: Keith Hernandez
	Second by: Judy Behler
	Motion passed unanimously (10-0)

Motion	Motion to appoint Tom Abbott and Eddie Johnston as check signatories and remove Chrisie Early as signatories once Tom and Eddie have been added.
	Motion by: Arthur Morrell
	Second by: Judy Behler
	Motion passed unanimously (10-0)

Break for Lunch

Return from Lunch

Bret Calhoun left the meeting

Destin Marks and Ted of AFLAC

Presentation	Ted and Destin are seeking to become a preferred or recommended vendor for the members the LAHBPA. AFLAC sells supplemental insurance. Ted stated that AFLAC has the highest claims ratio in the industry because they pay claims. Ted stated that there is no contact between the organization and AFLAC and the contracts are between AFLAC and the member. The offer accident, short term disability, cancer, and many other insurance products. AFLAC is not a major medical and does not pay doctors and hospitals, AFLAC pays the individual. Ted asked for questions. Keith asked to clarify the role the association would play in relationship with our members. Ted explained that they wanted to blessing of the Board before approaching our members. Bobby Dupre asked if our members would get a discount. Ted indicated that they would. Keith asked if these products would be tax deductible for our employees. Ted indicated they could be added to the cafeteria plan and be tax deductible. Chrisie asked if someone was already purchasing AFLAC, could they get the better rate. Ted indicated they could. Eddie Johnston asked how they would contact the members. Ted stated they would like to send a letter to our membership. Judy asked if AFLAC would sell our mailing list and Ted stated no.

Motion	Motion to give Keith Gee and Ed Fenasci authority to negoitiatie with AFLAC.
	Motion by: Bobby Dupre
	Second by: Eddie Johnston
	Motion passed unanimously (9-0)

Benard Chatters, Keith Gee

Legislative Update	Benard reported that he got good responses on his recent trip to Washington, DC from Senators Vitter and Landreiu, and our Representatives. He got a commitment from Senator Landreiu and Representative Boustany for a bipartisan letter supporting Louisiana Horse racing. He believes all of our Federal legisators are willing to work with us for the good of the industry. Keith Gee reported that SB 53, giving the LSRC more powers including the ability to find the racing association, has been signed by the Govenor. He stated that the legislative session was very good and we gained contacts in Baton Rouge and that he believes the legislator will make the racing associations behave properly. Keith outlined a process of documenting our requests to the Associations and LSRC. Keith reported that we asked the Fair Grounds to let the Quarter Horses move in on July 21st and FG said no. We have this documented and reported the situation to the racing commission. Keith reported that the FG stall agreement has some onerous provisions that we will ask the FG to change.

Software Update	Keith reviewed the latest draft of the software development contract with New Era. He stated that part of the agreement would be a hold back of 20% of the cost until completion. He asked that the board review the draft and provide any feedback.

Motion	<p>Motion to have General Membership meeting and Board meeting in Bossier City on 7/15/14.</p> <p>Motion by: Don Stemmans Second by: Judy Behler Motion passed unanimously (9-0)</p>
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Discussion	Discussion regarding the Harrah's lawsuit.
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Track Reports	<p>Eddie Johnston reported on his discussions with FG regarding the material for the main track. He believes that the river sand is better than "white" sand. Eddie stated he would like to approach FG with the idea of using AJ Credeur or Paul Gregoire as an advisor. Benard asked if AJ has a racing surface background. Several members stated AJ is capable in regard to racing surfaces. Board agreed that Eddie would talk to FG. Benard reported that Delta QH meet is going well. Benard reported that he met with the trainers at LAD the week prior. Eddie Johnston reported that LAD decided to move the start time to 2:50PM and keep the race days the same. Benard would like to see owner participation in negotiating with LAD.</p>
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Discussion	<p>Ed reported that Pension and Medical audits are about to be filed with the Legislative Auditor and both audits are good and without any negative comments. Don Stemmans asked if we needed a second Chaplain at the Evangeline training center. Tom explained that the EVD Chaplain did not want to go to EVTC. Benard stated he went to services at EVD and the Chaplain did a great job. Judy stated that the FG Chaplain does go to Folsom. Tom stated that he believed we could eliminate the Chaplain at EVTC. A discussion ensued regarding the rent at EVTC and whether the organization needs an office at this site. John Duvielh expressed that he felt having the field office helps control claims at EVTC and the cost savings is considerable.</p>
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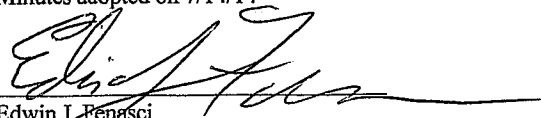
Report	<p>Ed Fenasci reported that David Moore, our WC auditor, has suggested that HWCIT should reserve a contingent liability in case certain assessments are determined to apply to the entity. Ed will recommend to the Trustees of HWCIT that we book the potential liability. Mike reported on the status of WC insurance renewal.</p>
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Report	<p>Ed Fenasci reported that the Medical trust adjusted the number of starts to qualify for benefits from 10 to 8, they increased the dental benefit for employees to \$1000 and added a denture benefit for employees with a \$500 limit. Judy requested that the Medical trustees review a benevalence request for Dwight Viator.</p>
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Report	<p>Ed Fenasci reported that the Kentucky HBPA has requested our members names and addresses to send invitation to join to Kentucky HBPA for those members that would qualify. The board instructed Ed to get the request in writing from the Kentucky HBPA.</p>
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Motion	<p>Motion to Adjourn</p> <p>Motion by: Sturges Ducoing Second by: Eddie Johnston Motion passed unanimously (9-0)</p>
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Minutes adopted on 7/14/14


 Edwin J. Fenasci
 Meeting Secretary

The Association shall consist of its members as defined in ARTICLE III hereof, the Board of Directors and President elected by the members, and the other duly elected and appointed Officers of the Association.

Section 2. Bylaws

These Bylaws shall govern the Association. Except as otherwise provided herein, all proceedings of the Association shall be conducted in accordance with the most current version of *Roberts' Rules of Order*, or as otherwise directed by a majority vote of the Board of Directors of the Association.

Section 3. Powers - The Board

- (A) The Board shall be vested with and shall exercise all the powers of the Association and upon it is conferred the management, direction and control of the Association, except as otherwise provided herein;
- (B) The Board shall have the power to censure, suspend or expel any or all of the Officers, Directors, members or employees of the Association for violation of any provision of these Bylaws for illegal, unethical or unsportsmanlike conduct or for failure to remain in good standing in accordance with the laws and regulations pertaining to racing in effect where the member races, after a duly held hearing, in accordance with these Bylaws;
- (C) The Board shall designate the principal location of the Association's Headquarters and such other offices at locations as the Board shall designate; and,
- (D) ~~The President, with the approval of a~~ A majority of the board Board of Directors, may appoint, employ, suspend and terminate employees of the Association; and ~~the President shall determine the method of appointment and length of employment of and shall supervise the employment and conduct in office of the Executive Director, Secretary-Treasurer, General Counsel, and such other employees as the President~~ Board of Directors deems necessary.

Section 4. Bylaw Amendments

An amendment to or repeal of these Bylaws may be made by a resolution adopted by not less than a two thirds (2/3's) vote of the elected members of the Board. Proposed amendments need only set forth the substance or sense of the amendment, they may be redrafted in proper legal language by the General Counsel after adoption.

Section 5. Obligations of the Association

All notes, checks and other negotiable instruments of the Association shall be signed by any two of the Officers of the Association designated in writing to do so by the President. Notwithstanding anything herein contained to the contrary, the President may designate any Horsemen's Bookkeeper of the Association to sign, alone, checks drawn on a specific

purchased and/or maintained by the Association without notice to the Secretary-Treasurer and with approval by the Board. Withdrawal from or liquidation, or redemption at maturity, or otherwise of any account, certificate of deposit, U. S. Treasury Bill or investment, must bear the signature of the Officers required by Section 5 of ARTICLE II hereof, provided that any two Officers of the Association may sign checks drawn on the Association's accounts when specific written permission has been requested and granted by either the President or the Secretary-Treasurer in writing.

(G) Bonding

The President, employees of the Association, and members of the Board as may be specifically designated by the Board, the Executive Director, and the Secretary-Treasurer shall, at the cost of the Association, be bonded in such amounts and in such manner as determined by the Board.

Section 2. The Officers

The Officers of the Association shall be a President, one or more Vice Presidents, a General Counsel, an Executive Director, and a Secretary-Treasurer and a Certified Public Accountant/Auditor.

The Executive Director, the Secretary-Treasurer, the Certified Public Accountant/Auditor and such other employees of the Association, as may be designated by the Board, shall be bonded in such amounts as determined by the Board. A Certified Public Accountant/Auditor shall be appointed as an officer by a two-thirds (2/3) vote of the Board, and removal of the Accountant/Auditor as an officer shall require a two-thirds (2/3) vote of the Board.

Section 3. The President

The President shall be the principal executive officer of the Association.

(A) The President shall call and preside at meetings of the Association and of the Board of Directors and shall determine the agenda for each such meeting.

(B) The President shall designate in writing two (2) officers who shall be therefore authorized to sign checks on behalf of the Association until said authorization is removed in writing by the President. One such officer may be the President.

(C) The President shall report to the Board any irregularities or the derelictions on the part of the Secretary-Treasurer or any member of the Board.

(D) The ~~President~~ Board of Directors shall appoint members of all standing and special committees, except as otherwise provided herein.

(E) The President shall be an *ex officio* member of all standing, special and other

committees of the Board.

- (F) The President shall notify the Board of Directors forthwith of any charges brought or anticipated to be brought against any Officer or Director that may involve such Officer's or Director's right to race, or for the violation of these Bylaws.
- (G) The President shall call at least one (1) General Membership Meeting annually and bi-monthly Board meetings, and such additional meetings as the welfare of the Association may require. The President shall, upon written petition of at least a majority of the elected members of the Board, call a meeting of the Board within ten (10) days if a race meeting is in progress and within thirty (30) days if no race meeting is in progress. The President shall, upon written petition of fifty (50) or more members of the Association, call a General Membership Meeting of the Association within fourteen (14) days if a race meeting is in progress and within thirty (30) days if no race meeting is in progress. A petition for a General Membership Meeting must state the primary purpose(s) or issue(s) for which the meeting is called. Such General Membership Meeting shall be held in the vicinity of the racing Association having the most connection with the purpose(s) or issue(s) for which the meeting is called. This requirement shall not prevent the consideration of other issues at the meeting provided notice requirements are met. Decisions, recommendations and resolutions passed at General Membership Meetings shall be advisory only.
- (H) The President shall cooperate with the Board in maintaining liaison with the membership and keeping it informed.
- (I) The President shall not sign any signature cards for any bank accounts or deposits in any financial institutions, or sign any notes, negotiable instruments or obligations of the Association except as specifically allowed by the Bylaws.
- (J) ~~_____ The President shall appoint all employees of the Association with approval of the majority of the Board.~~

Section 4. The Vice Presidents

A Vice President shall fulfill, in the order of designation if there is more than one Vice President, the duties of the President in the event of temporary absence. In the event of the resignation, expulsion, death, permanent disability or disqualification of the President, a Vice President, in the order of designation, shall succeed to the office of President of the Association.

Section 5. The Secretary-Treasurer

The Secretary-Treasurer and all other employees of the Association shall be appointed by the President with the approval of a majority of the Board. The Secretary-Treasurer shall take

hereof; and

- (L) Perform such other duties as may be directed by the President and/or the Board of Directors.

Section 6: General Counsel

The General Counsel shall act as the legal representative of the Association. The General Counsel shall furnish such legal advice as he may be requested from time to time by the Board and/or the President of the Association.

Section 7: Executive Director

The Executive Director's primary responsibility shall be the management of the administrative activities of the Association, all as specifically designated by the President Board of Directors of the Association.

Section 8. Committees

There shall be standing committees as follows:

- (A) The Board shall choose three (3) of its members to serve as members of a Finance Committee. The Finance Committee shall cooperate with and assist the Secretary-Treasurer to assure that all obligations of the Association are paid on or before their due date. The Finance Committee shall supervise the financial affairs of the Association and the maintenance of proper records relating thereto by the Secretary-Treasurer;

- (B) There shall be an Election Committee as provided in ARTICLE IV, Section 1;

- (C) The President Board of Directors shall appoint a Hearing Committee. The Hearing Committee shall consist of three (3) members of the Association. The Chairperson of the Hearing Committee shall be designated by the President Board of Directors.

- (1) It shall be the duty of the Hearing Committee to hear and decide the following matters:

- (a) election disputes involving the Association;
- (b) violations of the Bylaws of the Association;
- (c) illegal, unethical or unsportsmanlike conduct involving a member of the Association; and
- (a) as it may affect membership in the Association, the failure to remain in good standing in accordance with the *Rules of Racing* in effect promulgated by the Louisiana State Racing Commission.

- (D) A decision of the Hearing Committee with respect to Subparagraphs (a), (b), (c), and (d) shall be final, unless Appealed as hereinafter provided:

notice. Notice of a hearing shall contain a brief statement of the facts constituting and underlying the alleged charge or protest and shall specify the date, time and place of the hearing. The person(s) against whom a charge or protest is filed may attend the hearing, may call witnesses, introduce sworn statements and other relevant evidence.

(K) Any application for continuance by a member(s) against whom a charge or protest is filed must be made in writing prior to a hearing, shall set forth the reasons therefore, and shall be filed with the Association's Secretary-Treasurer. Notice of such application by mail or otherwise shall be given to all parties and/or their attorneys. An application for any such continuance of a hearing must be received by the Association's Secretary-Treasurer at the address of the Association's Headquarters at least five (5) days (120 hours) to the time and date set for said hearing.

(L) Upon written request of any party and at the requesting party's cost, the requesting party shall be furnished as soon as reasonably possible copies of any evidence to be offered, the names of witnesses and the substance of their testimony.

(M) No member, Director, or Officer shall be suspended or expelled from office or from membership in the Association until a final decision is rendered in accordance with these Bylaws.

~~(N) The President may appoint an Advisory Committee. The Advisory Committee shall consist of Owners, Trainers and/or Owner Trainers who are not members of the Board. Members of the Advisory Committee shall attend meetings of the Board whenever possible. The Advisory Committee shall meet at the call of its Chairperson and/or at the call of the President. It shall furnish to the President and to the Board such advice and assistance as may be requested or as the Advisory Committee may deem appropriate. Members of the Advisory Committee may be designated to sit as nonvoting members of any other committee of the Association designated by the President.~~

~~(N)~~ (N) The President may appoint a Backstretch Committee. It shall consist of three (3) members. It shall be responsible for improvements of backstretch conditions.

~~(P)~~ (O) The ~~President~~ Board of Directors shall appoint such additional Standing or Special Committees as the needs of the Association may dictate and the Board may create.

Section 9. General Membership Meetings

There shall be at least one (1) General Membership Meeting of the Association each year, and such additional General Membership Meetings as the President may determine necessary for the welfare of the Association.

Fifty (50) voting members shall constitute a quorum for the conduct of business at General Membership Meetings of the Association, but a lesser number may adjourn a meeting from time to time pending attendance of a quorum.

**Resolution By the Board of Directors of the
Louisiana Horsemen's Benevolent & Protective Association 1993, Inc.**

WHEREAS, The Board of Directors of the Association have deemed it advisable to amend the By-Laws of the Association (the "Bylaws"); and

WHEREAS, the Board of Directors desires to amend the Bylaws to clearly express the powers of the Board of Directors and President and have such powers clearly enumerated; and

WHEREAS, Article 5, Section 1(C), clearly enumerates that the Board of Directors shall supervise all affairs of the Association.

NOW, THEREFORE be it resolved that the Bylaws are hereby amended to read as follows:

FURTHER RESOLVED that Benard Chatters, President, and Edwin Fenasci, Secretary (each and "Agent"), be and they are hereby authorized to draft, execute and deliver for the Association the Bylaws as amended, and to take any and all other actions as the Agent deems appropriate to effectuate the purposes and intents of these Resolutions in the Amendments to the Bylaws contained herein and any acts or things heretofore done to effectuate the purposes of these resolutions are hereby in all respects ratified, confirmed and approved as the act or acts of the Association; and be it

FURTHER RESOLVED that the Secretary of the Association is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary to desirable in the opinion of such Secretary a true copy of the foregoing Resolutions of the Association; and be it

FURTHER RESOLVED that any parties are hereby authorized to rely upon these Resolutions unless and until it receives notice of revocation of these Resolutions.

Motion to adopt number 1 of this document passed 9-1 with Christine Early voting Nay.

Motion to adopt numbers 2 through 8 of this document passed unanimously (10-0)

1. Article 2, Section 3(D) shall be amended to read as follows:

A majority of the Board of Directors, may appoint, employ, suspend and terminate employees of the Association; and shall determine the method of appointment and length of employment of and shall supervise the employment and conduct in office of the executive director, secretary-treasurer, general counsel, and such other employees as the Board of Directors deem necessary.

(This change to the Bylaws provides the Board of Directors with the authority to run the Association pursuant to a majority agreement among the board members rather than the President dictating to the Board.)

2. Article 5, Section 3(D) shall be amended to read as follows:

The Board of Directors shall appoint members of all standing and special committees, except as otherwise provided herein.

(This change to the Bylaws will provide the Board of Directors with the ability to appoint members rather than the President to special committees.)

3. Article 5, Section 3(J) shall be deleted in its entirety.

(This change will allow the majority of the Board to appoint employees as the Board deems necessary, rather than the President and provides consistency with the powers of the Board.)

4. Article 5, Section 7 shall be amended to read as follows:

The Executive Director's primary responsibility shall be the management of the administrative activities of the Association, all as specifically designated by the Board of Directors of the Association.

(This change empowers the Board of Directors to have the authority over the Executive Director in performing duties on behalf of the Association.)

5. Article 5, Section 8(C) shall be amended to read as follows:

The Board of Directors shall appoint a Hearing Committee.
The Hearing Committee shall consist of three (3) members of the Association. The Chairperson of the Hearing Committee shall be designated by the Board of Directors.

(The remaining portion of Article 5, Section 8(C)(1) shall remain the same.)

(This change empowers the Board of Directors to appoint a Hearing Committee as well as the designation of the Hearing Committee rather than the President. This allows the Board of Directors to deal directly with any issues which require a hearing to be held.)

6. Article 5, Section 8(N) shall be deleted.

(This change deals with the removal of a president advisory committee. Rather than the President having an advisory committee, this empowers the Board to have an advisory committee to the best interest of the Association.)

7. Article 5, Section 8(P) shall be amended to read:

The Board of Directors shall appoint such additional standing or special committees as the need of the Association may dictate and the Board may create.

(This change provides the Board with the authority to appoint advisory committees as deemed necessary and is consistent with the change made to No. 6 above.)

8. Except as otherwise amended above, the Bylaws of the Association are and shall remain in full force and effect.